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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CARMELO MILLAN, individually, and on Behalf
of All Other Persons Similarly Situated,

Plaintiffs,

vs.

CITIGROUP, INC.,
CITIGROUP TECHNOLOGY, INC.

Defendants.

Civil Action No. 07-CIV-3769

Electronically Filed

**NOTICE OF MOTION AND UNOPPOSED MOTION TO FILE EXHIBITS IN
SUPPORT OF DEFENDANTS' REPLY BRIEF IN FURTHER SUPPORT OF
MOTION FOR SUMMARY JUDGMENT
WITH CONFIDENTIAL INFORMATION UNDER SEAL**

PLEASE TAKE NOTICE that Defendants Citigroup Inc. ("Citigroup") and Citigroup Technology, Inc. ("Defendants"), pursuant to Rule 6 of the United States District Court, Southern District of New York, Procedures for Electronic Case Filing, and upon the accompanying memorandum of law, will move this Court, before the Honorable Alvin K. Hellerstein, in the United States District Court, at the United States Courthouse for the Southern District of New York, 500 Pearl Street, New York, New York, 10007, on a date and at a time to

be designated by the Court, for an Order: granting Defendants' unopposed motion and allowing Defendants to file Exhibits J-M of the Affidavit of Sarah E. Pontoski under seal.

MOTION

Defendants Citigroup Inc. and Citigroup Technology, Inc. (collectively "Defendants"), by and through their undersigned counsel Morgan, Lewis & Bockius LLP, hereby request that they be allowed to file Exhibits J-M attached to the Affidavit of Sarah E. Pontoski under seal. Plaintiff has agreed not to oppose this motion so long as Defendants' motion is consistent with the Confidentiality Agreement and Order that this Court entered on February 20, 2008. In support of this Motion, Defendants state as follows:

1. On February 20, 2008, the Court entered a Confidentiality Agreement and Order, which the parties agree governs the treatment of confidential discovery material and the filing thereof. (Docket No. 25).

2. Pursuant to the Confidentiality Agreement and Order, discovery materials are defined as Confidential if the "[d]iscovery materials contain[] trade secrets, or other sensitive business, commercial, proprietary, financial, personal or personnel information or any extracts or summaries thereof that is not publicly filed with any state or regulatory authority." (*Id.*).

3. In addition, pursuant to the Confidentiality Agreement and Order, the parties have agreed to file discovery materials designated as Confidential pursuant to the Confidentiality Agreement and Order under seal with the Court.

4. Due to the confidential nature of the commercial and proprietary business information that is contained in Exhibits J-M of the Affidavit of Sarah E. Pontoski, Defendants respectfully request that the Court permit them to file Exhibits J-M of the Affidavit of Sarah E. Pontoski under seal.

5. These documents have not been publicly filed with any state or regulatory authority.

6. Defendants' designation of these documents as Confidential is consistent with the terms of the Confidentiality Agreement and Order entered by the Court on February 22, 2008. (Docket No. 25).

WHEREFORE, the Defendants respectfully request that the Court enter an order allowing them to file Exhibits J-M of the Affidavit of Sarah E. Pontoski under seal.

Dated: April 1, 2008

Respectfully submitted,

By: /s/ Sarah E. Bouchard
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